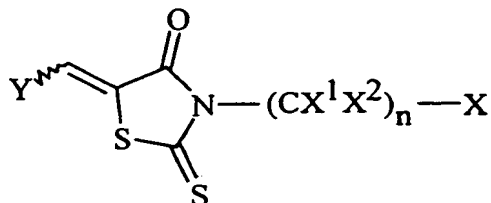


**Amendment to the claims:**

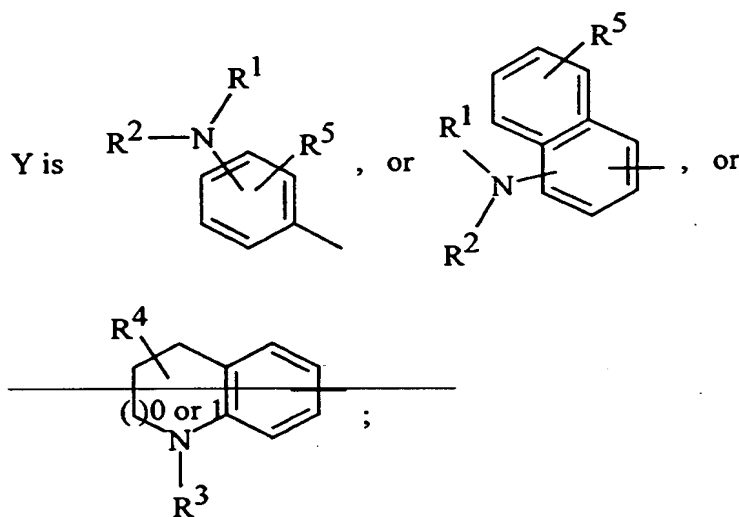
This listing of claims will replace all prior versions, and listings, of claims in the application:

**Listing of Claims**

1 (currently amended). A compound having the Formula I:



or a pharmaceutically acceptable salts thereof, wherein:

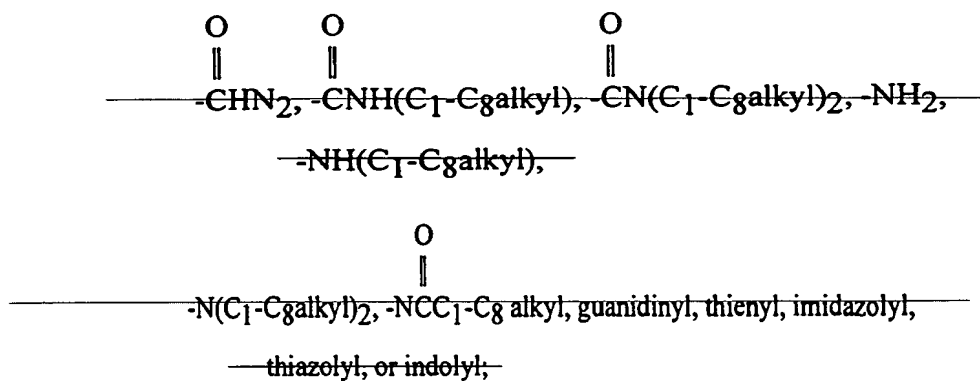


each n is independently 1 to 3 inclusive;

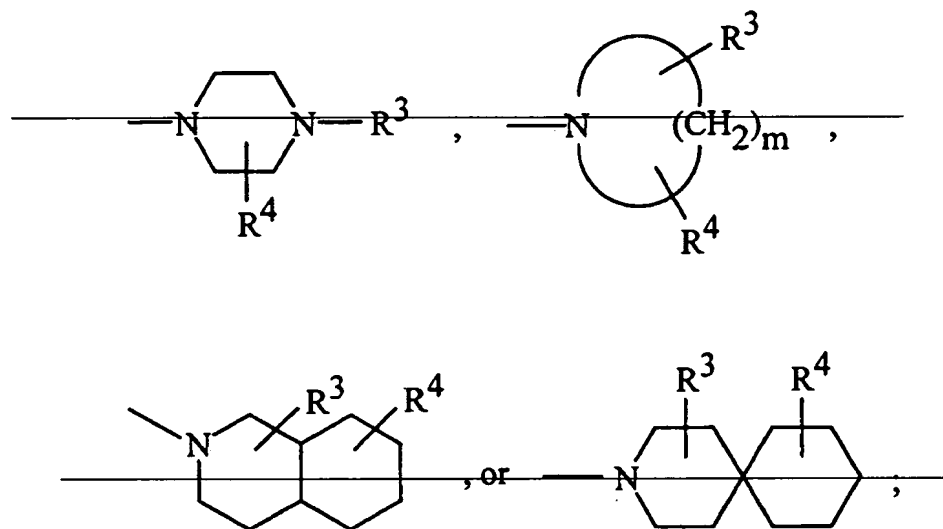
X¹ and X² are independently hydrogen or C<sub>1</sub>-C<sub>8</sub> alkyl, or -(CH<sub>2</sub>)<sub>y</sub>-Z;

y is 0 to 4 inclusive;

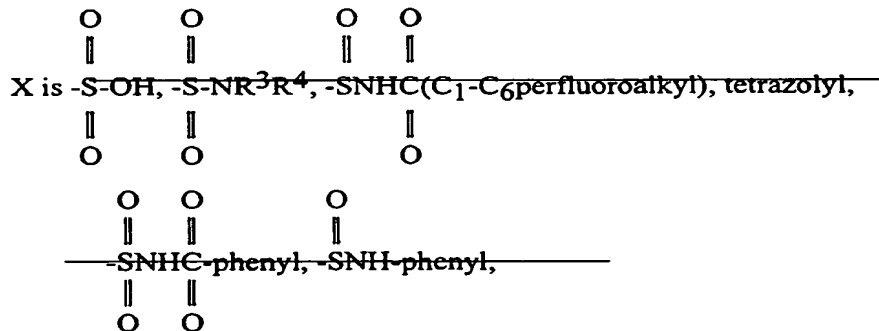
Z is hydrogen, C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>3</sub>-C<sub>8</sub> cycloalkyl, C<sub>1</sub>-C<sub>8</sub> perfluoroalkyl, C<sub>2</sub>-C<sub>8</sub> alkenyl, phenyl, substituted phenyl, naphthyl, substituted, naphthyl, -OH, OC<sub>1</sub>-C<sub>8</sub> alkyl, SC<sub>1</sub>-C<sub>8</sub> alkyl, SO<sub>3</sub>H, CO<sub>2</sub>H, -CO<sub>2</sub>C<sub>4</sub>-C<sub>8</sub> alkyl,

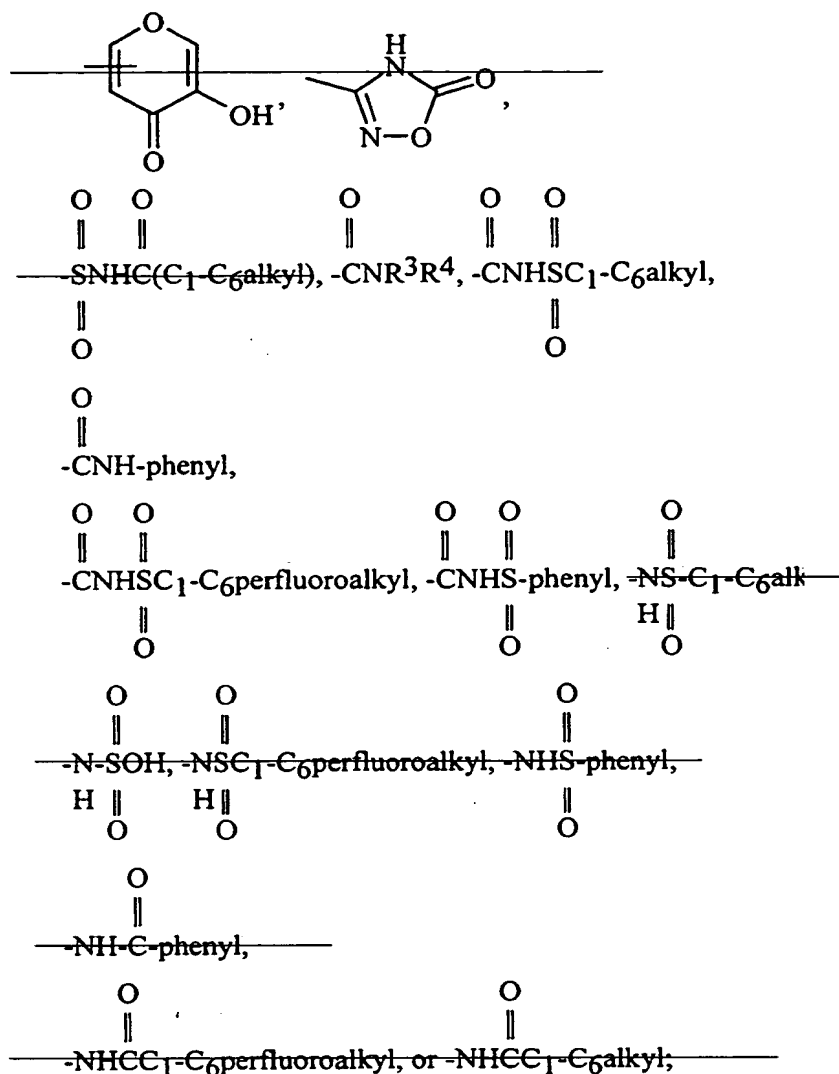


R<sup>1</sup> and R<sup>2</sup> are independently C<sub>1</sub>-C<sub>8</sub> alkyl or -(CH<sub>2</sub>)<sub>n</sub>-C<sub>3</sub>-C<sub>6</sub> cycloalkyl, -(CH<sub>2</sub>)<sub>n</sub>-phenyl, or R<sup>1</sup> and R<sup>2</sup> taken together with the nitrogen atom to which they are attached form a cyclic structure selected from



where R<sup>3</sup> and R<sup>4</sup> independently are hydrogen, C<sub>1</sub>-C<sub>8</sub> alkyl, -(CH<sub>2</sub>)<sub>n</sub>-phenyl, or -(CH<sub>2</sub>)<sub>n</sub> cycloalkyl; R<sup>5</sup> is hydrogen, C<sub>1</sub>-C<sub>8</sub> alkyl, halogen, or -CF<sub>3</sub>; each m is 2 to 8 inclusive;





wherein phenyl includes substituted phenyl.

2. (original) A compound in accordance with Claim 1 wherein  $\text{R}^1$  is methyl, and  $\text{R}^2$  is pentyl or hexyl.

3. (original) A compound in accordance with Claim 1 wherein the  $\text{-NR}^1\text{R}^2$  group is located at the para position on the phenyl ring.

4. (currently amended) The compounds:

~~(Z)-2-[5-[4-(Hexyl methyl-amino) benzylidene]-4-oxo-2-thioxothiazolidin-3-yl]-ethanesulfonic acid;~~

~~(Z)-2-[5-[4-(Hexyl methyl-amino) benzylidene]-4-oxo-2-thioxothiazolidin-3-yl]-ethanesulfonic acid-methylamide;~~

~~(Z)-2-[5-[4-(Hexyl methyl-amino) benzylidene]-4-oxo-2-thioxothiazolidin-~~

3-yl]-ethanesulfonic acid trifluoroacetyl-amide;

(Z) 2-{5-[4-(Hexyl-methyl-amino)-benzylidene]-4-oxo-2-thioxothiazolidin-3-yl}-N-methyl-acetamide;

(Z) N-({5-[4-(Hexyl-methyl-amino)-benzylidene]-4-oxo-2-thioxothiazolidin-3-yl}-acetyl)-methanesulfonamide;

(Z) N- {5-[4-(Dipentylamino-benzylidene)-4-oxo-2-thioxothiazolidin-3-yl]-acetyl}-methanesulfonamide;

(Z) C,C,C-Trifluoro-N-({ 5-[4-(Hexyl-methyl-amino)-benzylidene]-4-oxo-2-thioxo-thiazolidin-3-yl}-acetyl)-methanesulfonamide;

(Z) N-{5-[4-(Dipentylamino-benzylidene)-4-oxo-2-thioxothiazolidin-3-yl]-acetyl}-C,C,C-trifluoro-methanesulfonamide;

(Z) N-(2-{5-[4-(Hexyl-methyl-amino)-benzylidene]-4-oxo-2-thioxo-thiazolidin-3-yl}-acetyl)-benzenesulfonamide;

(Z) N-(2-{5-[4-(Hexyl-methyl-amino)-benzylidene]-4-oxo-2-thioxo-thiazolidin-3-yl}-ethyl)-methanesulfonamide;

(Z) N-(2-{5-[4-(Hexyl-methyl-amino)-benzylidene]-4-oxo-2-thioxo-thiazolidin-3-yl}-ethyl)-benzenesulfonamide;

(Z) C,C,C-Trifluoro-N-(2-{ 5-[4-(Hexyl-methyl-amino)-benzylidene]-4-oxo-2-thioxo-thiazolidin-3-yl}-ethyl)-methanesulfonamide;

(Z) 2,2,2-Trifluoro-N-(2-{5-[4-(Hexyl-methyl-amino)-benzylidene]-4-oxo-2-thioxo-thiazolidin-3-yl}-ethyl)-acetamide;

(Z) N-(2-{5-[4-Hexyl-methyl-amino)-benzylidene]-4-oxo-2-thioxo-thiazolidin-3-yl}-ethyl)-acetamide;

(Z) {5-[4-(Hexyl-methyl-amino)-benzylidene]-4-oxo-2-thioxothiazolidin-3-yl}-methanesulfonic acid;

(Z) 5-[4-(Hexyl-methyl-amino)-benzylidene]-3-(1H-tetrazol-5-ylmethyl)-2-thioxo-thiazolidin-4-one;

(Z) 5-(4-Dipentylamino-benzylidene)-3-(1H-tetrazol-5-ylmethyl)-2-thioxo-thiazolidin-4-one;

(Z) N-({5-[4-Dibutylamino-benzylidene]-4-oxo-2-thioxothiazolidin-3-yl}-acetyl)-C,C,C-trifluoro-methanesulfonamide;

(Z) N-({5-[4-Dibutylamino-benzylidene]-4-oxo-2-thioxothiazolidin-3-yl}-acetyl)-benzenesulfonamide;

(Z) 5-(4-Dibutylamino-benzylidene)-3-(1H-tetrazol-5-ylmethyl)-2-thioxo-thiazolidin-4-one;

(Z) N-{2-[5-(4-Dibutylamino-benzylidene)-4-oxo-2-thioxothiazolidin-3-yl]-acetyl}-methanesulfonamide;

(Z) N-{2-[5-(4-Dipentylamino-benzylidene)-4-oxo-2-thioxothiazolidin-3-yl]-acetyl}-benzenesulfonamide;

(Z)-5-[(4aS,8aR)-4-(Octahydro-isoquinolin-2-yl)-benzylidene]-3-(1H-tetrazol-5-ylmethyl)-2-thioxo-thiazolidin-4-one;

(Z)-N-(2-[5-[(4aS,8aR)-4-(Octahydro-isoquinolin-2-yl)-benzylidene]-4-oxo-2-thioxo-thiazolidin-3-yl]-acetyl)-benzenesulfonamide;

(Z)-N-(2-[5-(4-Dibutylamino-benzylidene)-4-oxo-2-thioxothiazolidin-3-yl]-acetyl)-4-fluoro-benzenesulfonamide;

(Z)-2-[5-(4-Dibutylamino-benzylidene)-4-oxo-2-thioxo-thiazolidin-3-yl]-ethanesulfonic acid 4-fluoro-benzoylamide;

(Z)-N-(2-[5-(4-Dipentylamino-benzylidene)-4-oxo-2-thioxothiazolidin-3-yl]-acetyl)-4-fluoro-benzenesulfonamide;

(Z)-2-[5-(4-Dibutylamino-benzylidene)-4-oxo-2-thioxo-thiazolidin-3-yl]-ethanesulfonic acid benzoylamide;

(Z)-2-[5-[4-(Octahydro-isoquinolin-2-yl)-benzylidene]-4-oxo-2-thioxo-thiazolidin-3-yl]-ethanesulfonic acid benzoylamide;

(Z)-2-[5-[4-(Octahydro-isoquinolin-2-yl)-benzylidene]-4-oxo-2-thioxo-thiazolidin-3-yl]-ethanesulfonic acid 4-fluoro-benzoylamide;

(Z)-2-[5-(4-Dipentylamino-benzylidene)-4-oxo-2-thioxothiazolidin-3-yl]-ethanesulfonic acid 4-fluoro-benzoylamide;

(Z)-3-(5-Hydroxy-4-oxo-4H-pyran-2-ylmethyl)-5-[4-(octahydroisoquinolin-2-yl)-benzylidene]-2-thioxo-thiazolidin-4-one;

(Z)-5-(4-Dibutylamino-benzylidene)-3-(5-hydroxy-4-oxo-4H-pyran-2-ylmethyl)-2-thioxo-thiazolidin-4-one;

(Z)-3-(5-Hydroxy-4-oxo-4H-pyran-2-ylmethyl)-5-[4-(4-propylpiperidin-1-yl)-benzylidene]-2-thioxo-thiazolidin-4-one;

(Z)-5-[4[(4-Propyl-piperidin-1-yl)-benzylidene]-3-(1H-tetrazol-5-ylmethyl)-2-thioxo-thiazolidin-4-one;

(Z)-N-(2-[4-Oxo-5-[4-(4-propyl-piperidin-1-yl)-benzylidene]-2-thioxo-thiazolidin-3-yl]-acetyl)-benzenesulfonamide;

(Z)-N-(2-[4-Oxo-5-[4-(4-propyl-piperidin-1-yl)-benzylidene]-2-thioxo-thiazolidin-3-yl]-acetyl)-methanesulfonamide;

(Z)-4-Fluoro-N-(2-[5-[(4aS,8aR)-4-(octahydro-isoquinolin-2-yl)-benzylidene]-4-oxo-2-thioxo-thiazolidin-3-yl]-acetyl)-benzenesulfonamide;

(Z)-4-Fluoro-N-(2-[4-oxo-5-[4-(4-propyl-piperidin-1-yl)-benzylidene]-2-thioxo-thiazolidin-3-yl]-acetyl)-benzenesulfonamide;

(Z)-2-[5-(4-Hexyl-methyl-amino-benzylidene)-4-oxo-2-thioxothiazolidin-3-yl]-ethanesulfonic acid 4-fluoro-benzoylamide;

(Z)-N-([5-[4[(Octahydro-isoquinolin-2-yl)-benzylidene]-4-oxo-2-thioxo-thiazolidin-3-yl]-acetyl)-methanesulfonamide;

(Z)-N-([5-[4[(Octahydro-isoquinolin-2-yl)-benzylidene]-4-oxo-2-thioxo-thiazolidin-3-yl]-acetyl)-C,C,C-trifluoro-methanesulfonamide;

(Z)-N-(2-(4-Oxo-5-[4-(4-propyl-piperidin-1-yl)-benzylidene]-2-thioxo-thiazolidin-3-yl)-acetyl)-C,C,C-trifluoro-methanesulfonamide;

(Z)-2-[5-(4-Dibutylamino-benzylidene)-4-oxo-2-thioxo-thiazolidin-3-yl]-ethanesulfonic acid methylamide;

(Z)-2-[5-(4-Dipentylamino-benzylidene)-4-oxo-2-thioxothiazolidin-3-yl]-ethanesulfonic acid methylamide;

(Z)-2-[5-(4-Hexyl-methyl-amino-benzylidene)-4-oxo-2-thioxothiazolidin-3-yl]-ethanesulfonic acid methylamide;

(Z)-N-(2-(4-Oxo-5-[4-(4-propyl-piperidin-1-yl)-benzylidene]-2-thioxo-thiazolidin-3-yl)-ethanesulfonic acid methylamide);

(Z)-2-[5-[4-(octahydro-isoquinolin-2-yl)-benzylidene]-4-oxo-2-thioxo-thiazolidin-3-yl]-S-ethanesulfonic acid methylamide;

(Z)-2-[5-[4-(Octahydro-isoquinolin-2-yl)-benzylidene]-4-oxo-2-thioxo-thiazolidin-3-yl]-S-ethanesulfonic acid trifluoroacetylamine;

(Z)-N-(2-(4-Oxo-5-[4-(4-propyl-piperidin-1-yl)-benzylidene]-2-thioxo-thiazolidin-3-yl)-ethanesulfonic acid trifluoroacetylamine);

(Z)-2-[5-(4-Dipentylamino-benzylidene)-4-oxo-2-thioxothiazolidin-3-yl]-ethanesulfonic acid trifluoroacetylamine;

(Z)-2-[5-(4-Dibutylamino-benzylidene)-4-oxo-2-thioxo-thiazolidin-3-yl]-ethanesulfonic acid trifluoroacetylamine;

(Z)-2-[5-(4-Dipentylamino-benzylidene)-4-oxo-2-thioxothiazolidin-3-yl]-ethanesulfonic acid benzoylamine;

(Z)-2-[5-(4-Hexyl-methyl-benzylidene)-4-oxo-2-thioxo-thiazolidin-3-yl]-ethanesulfonic acid benzoylamine;

(Z)-N-(2-(4-Oxo-5-[4-(4-propyl-piperidin-1-yl)-benzylidene]-2-thioxo-thiazolidin-3-yl)-ethanesulfonic acid benzoylamine);

(Z)-N-(2-(4-Oxo-5-[4-(4-propyl-piperidin-1-yl)-benzylidene]-2-thioxo-thiazolidin-3-yl)-ethanesulfonic acid 4-fluoro-benzoylamine);

(Z)-2-[5-(4-Hexyl-methyl-benzylidene)-4-oxo-2-thioxo-thiazolidin-3-yl]-ethanesulfonic acid 4-fluoro-benzoylamine;

(Z)-[5-(4-Hexyl-methyl-amino)-benzylidene]-3-(5-oxo-4,5-dihydro-[1,2,4]oxadiazol-3-ylmethyl)-2-thioxo-thiazolidin-4-one;

(Z)-[5-(4-Propyl-piperidin-1-yl)-benzylidene]-3-(5-oxo-4,5-dihydro-[1,2,4]oxadiazol-3-ylmethyl)-2-thioxo-thiazolidin-4-one;

(Z)-[5-(4-Octahydro-isoquinolin-2-yl)-benzylidene]-3-(5-oxo-4,5-dihydro-[1,2,4]oxadiazol-3-ylmethyl)-2-thioxo-thiazolidin-4-one;

(Z)-5-(4-Dipentylamino-benzylidene)-3-(5-oxo-4,5-dihydro-[1,2,4]oxadiazol-3-ylmethyl)-2-thioxo-thiazolidin-4-one; or

(Z)-5-(4-Dibutylamino-benzylidene)-3-(5-oxo-4,5-dihydro-[1,2,4]oxadiazol-3-ylmethyl)-2-thioxo-thiazolidin-4-one.

5. A pharmaceutical composition comprising a compound of Claim 1.

Claims 6-11 (cancelled)